

RECORDATION NO. 21073-A FILED

JUN 28 '02

3:53 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 28, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of June 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement which was previously filed with the Board under Recordation Number 21073.

The names and addresses of the parties to the enclosed document are:

Assignor: Fleet Capital Corporation
One Financial Plaza, 5th Floor
Providence, RI 02903

Assignee: Citizens Leasing Corporation
One Citizens Plaza
Providence, RI 02903

A description of the railroad equipment covered by the enclosed document is:

214 railcars BNSF 534419 and BNSF 534476 - 534598 and BNSF 529721 - 529810

Mr. Vernon A. Williams
June 28, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

1. This instrument relates to that certain Master Equipment Lease Agreement No. 03365 dated as of September 27, 1997 (the "Lease Agreement"), and the related Schedule No. 00365-00015 dated as of December 11, 1997 (the "Schedule"), between Fleet Capital Corporation, as lessor (the "Assignor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"), pursuant to which the Assignor has leased to Lessee the railroad equipment identified on Exhibit A attached hereto and made a part hereof, and entitled "Description of Railcars" (the "Equipment"). Said Lease Agreement and Schedule are collectively referred to hereinafter as the "Lease". Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 16, 1997 at 12:20 p.m., and assigned Recordation Number 21073. Pursuant to certain agreements dated as of June ____, 2002, the Assignor's interest in the Equipment and the Schedule has been assigned by the Assignor to Citizens Leasing Corporation, a Rhode Island corporation (the "Assignee"). As a result of this assignment, the Assignee has acquired all of the Assignor's rights, title, and interest in and to the Equipment and the Schedule.

2. The addresses of the parties are as follows:

Assignor:

Fleet Capital Corporation
Financial Plaza
Providence, Rhode Island 02903
Attention: Edward Medici

Assignee:

Citizens Leasing Corporation
One Citizens Plaza
Providence, Rhode Island 02903
Attention: David Coutu

3. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement and assignment agreements referenced above.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

~~CONFIDENTIAL~~ 21073-A

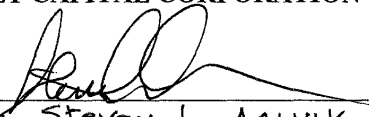
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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of June _____, 2002.

FLEET CAPITAL CORPORATION

By: 
Name: STEVEN L. AALVIK
Title: SENIOR VICE PRESIDENT

[Execution continued on next page; remainder of this page intentionally left blank]

CITIZENS LEASING CORPORATION

By: *[Signature]*
Name: David Couto
Title: Vice President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On June 27th, 2002, before me personally appeared David Couto, to me personally known, who being by me duly sworn says that he is a Vice President of Citizens Leasing Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires: 10/07/02

[NOTARIAL SEAL]

STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE)

SS: _____

On this 27th day of June, 2002, before me personally appeared Steven L. Aalvik, to me personally known, who being by me duly sworn, says that she is the Senior Vice President of Fleet Capital Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Wendy F. Preston
NOTARY PUBLIC

My commission expires: 5/16/05

STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE)

SS: _____

On this 27th day of June, 2002, before me personally appeared DAVID J. COSTA, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of Citizens Leasing Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

Exhibit A

Description of Railcars



SCHEDULE A

Attached to and made a part of the following: True Lease Schedule No. 03365-00015, Acceptance Certificate and UCC-1 Financing Statements with The Burlington Northern and Santa Fe Railway Company

QTY	DESCRIPTION	MARKING NUMBERS
124	1997 Trinity Industries Inc. Covered Coil Steel Cars	BNSF 534419 and BNSF 534476 through BNSF 534598, both inclusive
90	1997 Trinity Industries Inc. Open Coil Steel Cars	BNSF 529721 through BNSF 529810, both inclusive

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

DEPRECIABLE TAX LIFE IS SEVEN YEARS

FLEET CAPITAL CORPORATION

BY: DAVID E. MITCHELL

NAME: DAVID E. MITCHELL

TITLE: Vice President/Sr. Lender

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

BY: Paul J. Weyandt

NAME: Paul J. Weyandt

TITLE: Assistant Vice President-Finance and Assistant Treasurer